UNOFFICIAL TRANSLATION

ASSOCIATION CHARTER

INTERNATIONAL COMMITTEE ON SMOKING ISSUES

(I.C.O.S.I.)

(address)

Association governed by Articles 60 through 79 of the Swiss Civil Code

2025048897

Rec'd PMI

NOV 29 1978

Hugh Cullman

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

TITLE I - NAME - PURPOSE - PLACE OF ORGANIZATION - TERM

Article 1

There is constituted a nonprofit association within the terms of Article 60 et seq. of the Swiss Civil Code, scientific in purpose, to be called "International Committee on Smoking Issues (I.C.O.S.I.)."

Article 2

The association has as its purpose the establishment of a forum for exchange of views and information on international smoking issues (to include tobacco and health) by the coordination of data and information in economic, scientific, and technical areas. The general objectives are to broaden the knowledge of its members, of consumers, and of appropriate authorities. In large part accomplishment of these objectives will be sought by providing information to various national and other tobacco trade associations and by serving as a resource of expertise, data analysis and opinion on these subjects of interest to the industry and its publics. The dissemination of the generality of this information will be made in the form of bulletins, reports, articles, surveys, pamphlets, and other analogous means.

2025048898

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

The association may accomplish all acts relating directly or indirectly to its purpose, may assist those engaged in the representation of its members before professional organizations, both national and international, of the tobacco sector, and, in general, take an interest in activities similar to its purpose, as well as acquiring the real and personal property necessary for the attainment of its purpose.

Provided, however, that the organization shall not participate in any activity or give consideration to any matters relating to the management or control of any of its members or to the operations by any of its members of their respective businesses, including, without limitation matters relating to the purchase, manufacture, transportation, advertising, pricing or marketing of tobacco or tobacco products.

Article 3

The statutory office of the association is established in Geneva and is presently Rue .

It may be transferred to any other location in Switzerland by decision of the board of governors, which may also establish offices in other locations in Switzerland or in other countries.

Article 4

The association is established for an unlimited duration. It may be dissolved at any time in conformity with Article 35 of the present bylaws.

2025048899

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

TITLE II - MEMBERS

Article 5

The association will have a minimum of three members which are private enterprise legal entities, producers of manufactured tobacco products or other similar articles, which evidence a competence and real interest concerning the purposes of the association.

Article 6

The association will have two categories of members: full members and associate members.

The application of any private enterprise legal entity of the tobacco sector which desires to participate actively in the realization of the goals of the association and which desires to become a full or associate member must be addressed to the board of governors, the decision of which on the admission must be unanimous (subject to the right of abstention), is final, and need not contain reasons. Application may alternatively be made to the executive committee, a unanimous vote (again subject to the right of abstention) of which is required for admission. The new member must sign the register of members indicating thereby its membership in the association.

No entity may become a full or associate member if its capital is held directly or indirectly more than 25% by another member of the association.

Only full members will have the right to be represented and to vote in the board of governors and the executive committee.

2025048900

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 7

Members are free to withdraw from the association at any time by addressing their written resignation to the board of governors.

A member which does not pay its dues in conformity with Article 9 below within one month following a written reminder will be considered as having resigned.

Article 8

The expulsion of a member is effected, without recourse, by the general meeting deliberating in accordance with Article 26 of the bylaws.

A member having resigned or been expelled shall have no claims against the assets of the association. It may not claim or request an audit or an inventory, or the placement of seals on the association's property.

A member expelled or resigning from the association will be required to pay all membership or special fees assessed by the association up to the date of such resignation or expulsion. In the event of explusion or of resignation the member will be responsible for its share of all costs committed and work commissioned prior to expulsion or resignation. Payment of the requisite funds will be made to the association no later than the effective date of resignation or within thirty days of the date of expulsion.

TITLE III - MEMBERSHIP FEES

Article 9

The membership fee is determined annually by the board of governors. Special fees may be established by the board of governors at any time within a maximum annual amount to be determined by the general meeting; such special fees will cover residual costs not covered by income from membership fees. Special fees will be shared equally by full members.

Each full member will be responsible for an equal amount, associate members for such membership fees as may be established by the board of governors pursuant to criteria which it will determine.

2025048901

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

The members incur no personal liability for the association's undertakings and the obligation of a member is strictly limited to the amount of its membership fee and such special fees as from time to time may be assessed.

Should a new full member join the association, during the first year or part year it will be called upon to pay the same full contribution made by existing full members. In subsequent years, the costs will be shared equally among all members.

full

TITLE IV - BOARD OF GOVERNORS

Article 10

The association is supervised and its policies established by a board of governors composed of one governor from each full member, elected for a period of one year by the general meeting pursuant to lists presented by each full member, the representation of each full member thereby being equal. Governors may at all times be replaced by a general meeting of the members. Each governor may be assisted at meetings by up to two representatives. Governors are eligible for re-election. The duties of governors are performed without compensation.

Whenever a vacancy occurs on the board of governors, the governors will temporarily fill such vacancy for the remainder of the existing term. The new governor will be chosen from among a list presented by the full member represented by the deceased or resigned governor.

2025048902

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 11

The chairmanship of the board of governors will be attributed on a rotating basis to a representative of each full member. The chairman will serve for a period of one year. In case of absence or unavailability of the chairman, the meetings of the board of governors are presided over by the eldest of the other governors.

Article 12

The board of governors meets in Switzerland or in another country, at least once per year and as many times as the interest of the association so requires, upon notice from the chairman or a governor.

If for any reason a governor is unable to attend a meeting of the board, then he will be empowered to nominate from the member which he represents an alternate who will attend the meeting in his place and who will carry the vote of the full member in question, and have equal powers as a governor to commit it to the decisions of the board.

The board of governors may deliberate and validly act only if at least two-thirds of the governors are present or represented. Its decisions are made by unanimity of those participating, it being understood unanimity shall not be affected by abstentions, each full member having a single vote. Resolutions signed by all governors except those abstaining are as fully effective as if passed unanimously at a meeting of the board of governors.

The arrangements for board meetings, agenda, and deliberations, are officially established in the documents signed by the secretary general and inserted in a special register. Copies or extracts to be produced in legal proceedings or elsewhere are signed by one member of the board.

In the event a matter is referred from the executive committee to the board of governors pursuant to the terms of Article 17 hereof, the chairman of the board of governors shall determine whether to call a meeting of the board of governors or to proceed to resolve the matter by a consent resolution.

2025049903

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 13

The board of governors has the power to accomplish all acts which are necessary or useful to the furtherance of the purpose clause of the association with the exception of those acts which are reserved by law or by the present bylaws to the general meeting.

This power shall include that to establish working committees to deal on an ongoing basis with matters of interest to the association.

TITLE V - EXECUTIVE COMMITTEE

Article 14

The association is managed by an executive committee composed of one representative of each full member, each such representative to be chosen by the board of governors from a list presented by such full member. The executive committee shall be responsible to the board of governors through the chairman of the executive committee who, if he is not already a governor, shall attend meetings of the board of governors as an ex-officio member but without voting rights.

Persons who are members of the board of governors may also be members of the executive committee.

Article 15

The mandate of the exec. cttee →

Persons who are members of the executive committee are elected for a period of one year and are reeligible. ~~Their mandate~~ is at all times revocable by the board of governors.

The duties of the members of the executive committee are performed without compensation.

2025OH890H

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 16

Subject to ratification by the board of governors, the executive committee will elect a chairman who will be elected for a term of one year and who will not be eligible to serve a second consecutive term.

In case of absence or unavailability of the chairman, the meetings of the executive committee will be presided over by the eldest of the committee members.

Article 17

The executive committee meets in Switzerland or in another country as many times as the interest of the association shall require, upon notice of the chairman or a member of the executive committee.

Any committee member prevented from attending an executive committee meeting may give a proxy in writing or by telegram to an alternate who will represent the same full member as the executive committee member in question.

The executive committee can deliberate and act validly only if more than one-half of its members are present or represented. Its decisions are taken by unanimous vote; in case of lack of unanimity (even through abstention), the matter must be referred to the board of governors for decision, as described in Article 12 hereof.

The decisions of the excutive committee are officially established in the minutes signed by the chairman or the association's secretary general and inserted in a special register. Extracts to be produced in legal proceedings or elsewhere are signed by one committee member.

2025048905

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 18

The executive committee has the powers to accomplish all acts which are necessary or useful to the realization of the purpose of the association, with the exception of those which the law or the present bylaws reserve to the general meeting of the members or to the board of governors.

Article 19

In accordance with Title VII hereof, the executive committee may delegate the daily management of the association to a secretariat to be under control of a person who is member of the committee or to a third party. This person will carry the title of secretary general, and may also be elected a member of the executive committee.

The executive committee may also create subcommittees and task forces as necessary to implement the policies of the association, said subcommittees and task forces will report their findings to the executive committee, which will take any action which may be appropriate.

Article 20

Absent a delegation from the board of governors or the executive committee, all acts other than those of daily management are signed by two governors or by two members of the executive committee, who need not prove their authority as against third parties.

The board of governors or the executive committee may also delegate general signature powers to other persons and may delegate special signature powers to any of their members or to third parties.

Article 21

Governors, members of the executive committee and the secretary general incur no personal liability when acting in their professional capacities and are responsible only for the performance of their duties.

20250489006

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 22

Judicial proceedings either as plaintiff or defendant may be commenced and maintained in the name of the association by the board of governors or by the executive committee acting through a governor or committee member.

TITLE VI - GENERAL MEETING OF THE MEMBERS

Article 23

The general meeting consists of all of the full and associate members of the association and constitutes its supreme authority.

The general meeting has in particular exclusive power to decide on modifications to the association bylaws; elections and expulsions of governors and committee members and ratification of their acts; approval of the budgets and accounts; voluntary dissolution of the association, expulsions of members; any decision exceeding the limits of the powers entrusted by law or by the present bylaws to the board of governors and the executive committee.

Article 24

The general meeting must be covened each year in the course of the first semester of the calendar year and for the first time in the course of the first semester of 1980.

The general meeting may be convened in special meetings as many times as the association's interest requires. It must be called at the request of one-fifth of the members.

2025048907

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

General meetings are held on the date and at the place indicated in the notice of the meeting. All the members must be notified.

The notices for the meeting are sent by the board of governors by letter addressed at least two weeks before the date of the meeting. The notice of the meeting contains the agenda but any other item not indicated on the agenda may be adopted by the general meeting. Any proposal signed by one-fifth of the members must be put on the agenda of the meeting.

Article 25

The general meeting is presided over by the chairman of the board of governors or, in his absence, by the eldest of the other governors who are present. The chairman of the meeting appoints the secretary and, as the case may be, one or several tellers chosen among the members present.

Each full member has the right to attend the meeting and to deliberate either in person or through a proxy-holder, who must be in the employ of the full member granting the proxy.

All full members have equal voting rights, each full member having one vote. Associate members may attend general meetings, but only in an advisory capacity.

Without prejudice to what is stated in the next article, a general meeting is validly constituted whenever two-thirds of the members are present or represented and its decisions are made by unanimous vote.

2025048908

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 26

As an exception to the preceding articles, the general meeting may deliberate in the following cases only if the conditions of presence and/or votes set in this Article are met:

(i) The expulsion of a full or associate member must be decided by the general meeting whatever the quorum of members present or represented by a unanimous vote of all the full members present or represented at the meeting, except for the member being expelled and those abstaining.

(ii) The general meeting may deliberate on the modifications of the association's charter only if the proposed modification has been specially indicated in the notice of the meeting. A modification may be adopted only if it is approved by the unanimous vote of the full members present or represented.

If two-thirds of the full members are not present or represented at a first meeting, a second meeting may be convened which may deliberate whatever the number of members present or represented.

Article 27

The decisions of the general meeting are officially established in the minutes signed by the chairman and the secretary general as well as by any members who so request, and then retained in a special register. Copies or extracts to be produced in judicial proceedings or elsewhere are signed by one governor..

2025048909

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

TITLE VII - SECRETARIAT

Article 28

The management of the affairs of the association in accordance with the established policies of the organization and its charter is entrusted to a secretariat under the leadership of the secretary general.

Through the secretary general the secretariat is responsible to the board of governors for arranging board meetings, drawing up agendas, preparing and distributing minutes and for such other work as directed by the chairman of the executive committee.

The secretariat is responsible to the executive committee for those duties associated with responsibilities delegated to the executive committee by the board of governors.

Article 29

An office organization will be set up and maintained. It is a function of the secretariat to be responsible for all aspects of office management and for the effective control of the association's budget and other accounting matters. In collaboration with financial advisers, the secretariat will be responsible for the receipt and disbursement of funds.

Article 30

The secretariat will provide secretarial services for meetings of the board of governors, the executive committee and other committees and groups as required.

2025048910

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 31

The secretariat will ensure that the necessary links are established with appropriate outside bodies the work of which affects or relates to that of the association.

The organization of the secretariat will incorporate an information service to meet the needs of member organizations and to serve as a clearing house for information relating to the tobacco industry. It will make arrangements to ensure that statements and publications issued by, or on behalf of, the association, are cleared for scientific accuracy and reflect the position of the members. The service will incorporate a library of appropriate publications, films, photographs and tapes. It will also maintain links with other sources of information such as national trade associations, governments and government-supported bodies.

Article 32

Under the direction of the executive committee, other committees and working parties, it will be the responsibility of the secretariat to engage and guide appropriate outside services as required and to ensure that the agreed payment is made on behalf of the association.

Article 33

The secretariat will draft for board consideration, recommendations relating to the further development of the association's policies. The secretariat will additionally draw up other recommendations in the form of program activity for endorsement by the board of governors. It will be a responsibility of the secretariat to monitor the implementation by member organizations of those programs which the board of governors has approved and which are binding upon members.

2025048911

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

TITLE VIII - BUDGETS AND ACCOUNTS

Article 34

Each year on December 31st, and for the first time on December 31, 1979, the accounts for the past calendar year and the budget for the new calendar year are prepared. Both are submitted by the board of governors for approval by the general meeting following the closing.

TITLE IX - DISSOLUTION AND LIQUIDATION

Article 35

The dissolution of the association may be decided by the general meeting in the forms prescribed for the modifications of the charter not relating to those pertaining to the purpose clause.

In case of voluntary dissolution, the general meeting will designate the liquidator or liquidators and will determine their powers.

Article 36

In case of dissolution, whether voluntary or judicial, at whatever time and for whatever reason, the assets of the association will be disposed of by the general meeting for any purpose which it will determine given the purpose for which the present association was formed.

2025050912

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000

Article 37

For all matters which have not been regulated by the present corporate charter, the Civil Code of Switzerland shall be applicable.

2025048913

Source: https://www.industrydocuments.ucsf.edu/docs/rxgk0000